



CORPORATION SERVICE COMPANY

March 31, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
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RECORDATION NO. 22965-4 FILED

APR 01 '05

2-55 PM

SURFACE TRANSPORTATION BOARD



RE: 142572-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of February 8, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**

1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **SALT RIVER PIMA-MARICOPA INDIAN COMMUNITY dba
PHOENIX CEMENT COMPANY**

8800 East Chaparral Road, Suite 155 Scottsdale, AZ 85250-2618

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **SALT RIVER PIMA-MARICOPA INDIAN COMMUNITY dba PHOENIX CEMENT COMPANY** covering 24 covered hopper cars with reporting marks and numbers –CEFX 95820 – CEFX 95844 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 22965 dated 06/23/2000 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-two dollars (\$32.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist
Corporation Service Company
801 Adlai Stevenson Drive
Springfield, IL 62703

MEMORANDUM OF LEASE EXTENSION

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 8 day of Feb., 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor") and, SALT RIVER PIMA – MARICOPA INDIAN COMMUNITY d/b/a PHOENIX CEMENT COMPANY, a sovereign nation, with an address at 8800 EAST CHAPARRAL ROAD SUITE 155, SCOTTSDALE, AZ, 85250-2618 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Lease Extension Certificate (the "Certificate") dated as of Feb. 8, 2005 covering the equipment listed on Schedule A hereto (the "Equipment") and extending a Railroad Equipment Lease originally dated as of June 8, 2000 (the "Lease"); pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on June 23, 2000 as recordation number 22965.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Certificate, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby extends the Lease and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Certificate, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

SALT RIVER PIMA – MARICOPA INDIAN COMMUNITY

d/b/a PHOENIX CEMENT COMPANY

By: DALE DILLON
Name: DALE DILLON
Title: VICE PRESIDENT OPERATIONS

Schedule A

Number of Cars	Equipment Description
24	3,230 C.F., P.D. covered hopper car

1	CEFX	95820
2	CEFX	95821
3	CEFX	95822
4	CEFX	95823
5	CEFX	95824
6	CEFX	95825
7	CEFX	95826
8	CEFX	95827
9	CEFX	95828
10	CEFX	95829
11	CEFX	95830
12	CEFX	95831
13	CEFX	95832
14	CEFX	95833
15	CEFX	95834
16	CEFX	95835
17	CEFX	95836
18	CEFX	95838
19	CEFX	95839
20	CEFX	95840
21	CEFX	95841
22	CEFX	95842
23	CEFX	95843
24	CEFX	95844